



RESOLUTION AUTHORIZING BORROWING UP TO \$46,335,835, TO A TOTAL AMOUNT NOT TO EXCEED \$140,000,000, FROM THE REVOLVING CREDIT AGREEMENT WITH STATE STREET PUBLIC LENDING CORPORATION; THE EXECUTION AND DELIVERY OF LEGAL DOCUMENTS RELATING THERETO; AND THE TAKING OF ALL OTHER ACTIONS NECESSARY OR DESIRABLE IN CONNECTION THEREWITH

WHEREAS, The San Francisco County Transportation Authority (the “Transportation Authority”) is a county transportation authority duly organized and existing pursuant to the Bay Area County Traffic and Transportation Funding Act, being Division 12.5 of the Public Utilities Code of the State of California (Sections 131000 et seq.) (the “Act”); and

WHEREAS, The Board of Supervisors of the City and County of San Francisco adopted Resolution Number 485-03 on July 29, 2003, which approved the New Transportation Expenditure Plan for San Francisco, recommended on July 22, 2003 by the Transportation Authority (the “Expenditure Plan”) and called and provided for an election for the purpose of submitting to the voters a measure to enact an ordinance (the “Ordinance”) that would, in part, authorize implementation of the Expenditure Plan, continue collection of the retail transactions and use tax applicable in the City and County of San Francisco at the existing level of one-half of one percent (1/2%) (the “Sales Tax”), continue in effect the Transportation Authority as the independent agency to administer the Sales Tax and oversee implementation of the projects identified in the Expenditure Plan and authorize the Transportation Authority to issue limited tax bonds as needed, in a total outstanding aggregate amount not to exceed \$1,880,000,000 secured by and payable from the proceeds of the Sales Tax; and



WHEREAS, The enactment of the Ordinance and continued levy of the Sales Tax was approved by more than two-thirds of the electors voting on the measure to authorize enactment at the election held for such purpose on November 4, 2003; and

WHEREAS, Pursuant to Section 131109 and 131120 of the Act and the Ordinance, the Transportation Authority is authorized to issue limited tax bonds or bond anticipation notes secured by and payable from the proceeds of the Sales Tax levied by the Transportation Authority; and

WHEREAS, The Transportation Authority is party to a Revolving Credit Agreement, dated June 1, 2015 (the “Revolving Credit Agreement”), by and between the Transportation Authority and State Street Public Lending Corporation (“State Street”) pursuant to which the Transportation Authority may borrow amounts from State Street from time to time in accordance with the terms of such Revolving Credit Agreement and may have up to a \$140,000,000 outstanding at any one time; and

WHEREAS, The Transportation Authority’s obligations to repay amounts borrowed under the Revolving Credit Agreement constitute limited tax bonds and are payable from and secured by the Sales Tax as provided in the Second Amended and Restated Indenture, dated as of June 1, 2015 (the “Indenture”), by and between the Transportation Authority and U.S. Bank National Association, as Trustee and by the Sales Tax Revenues Bank Note (Limited Tax Bond) of the Transportation Authority dated June 11, 2015 (the “Bank Note”) issued pursuant to the Indenture; and

WHEREAS, The Transportation Authority presently has \$93,644,164 outstanding under the Revolving Credit Agreement and the Bank Note; and

WHEREAS, The Transportation Authority proposes to borrow up to an additional \$46,335,835 under the Revolving Credit Agreement and the Bank Note by effecting one or more draws under the Revolving Credit Agreement (the “Draw(s)”) to finance a portion of the costs and estimated costs incidental to, or connected with, some or all of the following transportation



improvements outlined in the Expenditure Plan: motor coach, trolley coach and light rail vehicle procurement, the San Francisco Municipal Transportation Agency's radio replacement project, associated Central Control and Communications projects, and other transportation improvements (the "Project"), including, without limitation, engineering, inspection, legal, fiscal agents, financial consultant and other fees, working capital and expenses of all proceedings for the Draw(s); and

WHEREAS, Draw(s) and the related limited tax bonds shall be in minimum principal amounts or specified amounts in excess thereof, shall mature, shall be payable and shall bear interest and shall be subject to a maximum interest rate and otherwise as set forth in the Revolving Credit Agreement, the Bank Note and the Indenture, as such agreements may be modified as permitted by this Resolution; and

WHEREAS, The total estimated cost of the portion of the Project to be financed with the Draw(s) is approximately \$46 million; and

WHEREAS, The Board of Commissioners of the Transportation Authority (the "Board") desires to authorize (i) the Draw(s) and (ii) the execution and delivery of all documents, instruments and agreements necessary or desirable in connection with the Draw(s), including, if and to the extent applicable, one or more requests for advance; one or more supplemental tax certificates; any amendments or modifications to or restatements of the Revolving Credit Agreement, the Indenture and the Bank Note; and other documents related thereto as deemed appropriate by an Authorized Representative (defined below) (collectively, the "Draw Documents"); and

WHEREAS, A staff recommendation has been prepared with respect to the Draw(s) and has been presented to the Citizens Advisory Committee and the Finance Committee and is attached hereto as Exhibit A (the "Staff Recommendation"); and

WHEREAS, At its January 25, 2017 meeting, the Citizens Advisory Committee was briefed on and unanimously adopted a motion of support for the Staff Recommendation; and



WHEREAS, At its February 14, 2017 meeting, the Finance Committee reviewed and unanimously recommended approval of the Staff Recommendation, now, therefore, be it

RESOLVED, That the Board hereby finds and declares that the statements, findings and determinations set forth above are true and correct; and be it further

RESOLVED, That the Board hereby authorizes the Draw(s). The Executive Director and the Chief Deputy Director of the Transportation Authority (each, an “Authorized Representative”) are, and each of them acting alone is, hereby authorized, for and in the name of and on behalf of the Transportation Authority, to determine the timing and amount of the Draw(s), up to a total aggregate principal amount of \$46,335,835, and to execute by manual or facsimile signature and deliver the Draw Documents in the form approved by the Authorized Representative executing the same as being in the best interests of the Transportation Authority, such approval to be conclusively evidenced by the execution and delivery thereof; and be it further

RESOLVED, That the other officers, Board members, employees and agents are, and each of them acting alone is, hereby authorized, for and in the name of and on behalf of the Transportation Authority, to execute by manual or facsimile signature and deliver the Draw Documents in the form approved by an Authorized Representative to the extent necessary or desirable to comply with the terms of the Indenture, the Revolving Credit Agreement, the Bank Note or applicable law; and be it further

RESOLVED, That the Authorized Representatives are, and each of them acting alone is, hereby authorized, for and in the name of and on behalf of the Transportation Authority, to negotiate the terms of the Draw Documents so long as the aggregate amount of the Draw(s) does not exceed the amount set forth herein, and so long as neither the maximum outstanding amount nor the maximum interest rate under the Revolving Credit Agreement is increased; and be it further



RESOLVED, That the Authorized Representatives, and all other officers, employees and agents of the Transportation Authority are, and each of them acting alone is, hereby authorized to take any and all actions and execute and deliver such documents as an Authorized Representative deems necessary or advisable to carry out the purposes of this Resolution and the Ordinance and to consummate the Draw(s), and all actions heretofore taken by all officers, employees and agents of the Transportation Authority with respect to the Draw(s), are hereby approved, confirmed and ratified; and be it further

RESOLVED, That this Resolution shall take effect immediately upon its adoption and approval.

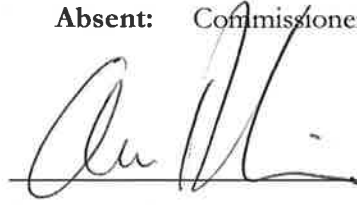


The foregoing Resolution was approved and adopted by the San Francisco County Transportation Authority at a regularly scheduled meeting thereof, this 28th day of February, 2017, by the following votes:

Ayes: Commissioners Breed, Cohen, Farrell, Fewer, Kim, Peskin, Ronen, Safai, Sheehy and Yee (10)

Nays: (0)

Absent: Commissioner Tang (1)

 3-6-17
Aaron Peskin Date
Chair

ATTEST:  3/7/17
Tilly Chang Date
Executive Director